

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

NORTHWESTERN CORPORATION,

Debtor.

MAGTEN ASSET MANAGEMENT  
CORPORATION AND LAW DEBENTURE TRUST  
COMPANY OF NEW YORK

Appellants,

v.

NORTHWESTERN CORPORATION,

Appellee.

Chapter 11

Case No. 03-12872 (JLP)

**JOINT DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON  
APPEAL AND STATEMENT OF THE ISSUES TO BE PRESENTED ON  
APPEAL OF MAGTEN ASSET MANAGEMENT CORPORATION AND LAW  
DEBENTURE TRUST COMPANY OF NEW YORK, AS TRUSTEE**

Magten Asset Management Corporation (“Magten”) and Law Debenture Trust Company of New York as Indenture Trustee and Guarantee Trustee (the “Indenture Trustee”), by and through their undersigned counsel, in connection with their appeal from the Order Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York (the “Order”), which was entered by United States Bankruptcy Judge John L. Peterson on March 10, 2005 (Docket No. 2911), hereby file this Joint Designation of Items to be Included in the Record on Appeal and Statement of the Issues to be Presented to the United States District Court for the District of Delaware.

**Designation of Items to be Included in the Record on Appeal**

| <b>Appellant's Exhibits</b> | <b>Docket Number</b> | <b>Description</b>  |
|-----------------------------|----------------------|---|
| 1                           | 2                    | Affidavit of William M. Austin In Support of First Day Motions (including all exhibits thereto)   |
| 2                           | 6                    | Motion For An Order Authorizing Debtor To Continue And Maintain Its (A) Consolidated Cash Management System; (B) Existing Bank Accounts; (C) Existing Business Forms; (D) Public Purpose Programs; And (E) To Pay On An Interim basis Certain limited Intercompany Obligations; And Granting Related Relief And Scheduling A Final Hearing (including all exhibits thereto)                                 |
| 3                           | 6                    | Affidavit Of Kendall G. Klierer In Support Of Motion For An Order Authorizing Debtor To Continue And Maintain Its (A) Consolidated Cash Management System; (B) Existing Bank Accounts; (C) Existing Business Forms; (D) Public Purpose Programs; And (E) To Pay On An Interim Basis Certain Limited Intercompany Obligations; And Granting Related Relief (including all exhibits thereto)                  |
| 4                           | 21                   | Order Authorizing Debtor To Continue And Maintain Its (A) Consolidated Cash Management System; (B) Existing Bank Accounts; (C) Existing Business Forms; (D) Public Purpose Programs; And (E) To Pay On An Interim Basis Certain Limited Intercompany Obligations; And Granting Related Relief And Scheduling A Final Hearing (including all exhibits thereto)   |
| 5                           | 331                  | Amended And Restated Credit Agreement Among Northwestern Corporation As Borrower, The Several Lenders From Time To Time Parties Hereto, And Credit Suisse First Boston, Acting Through Its Cayman Islands Branch, As Administrative Agent, Lead Arranger And Sole Book Runner Originally Dated As Of December 17, 2002 And Amended And Restated As Of November 2003   |
| 6                           | 455                  | Final Order Authorizing Debtor To Continue And Maintain Its (A) Consolidated Cash Management System; (B) Existing Bank Accounts; (C) Existing Business Forms; (D) Public Purpose Programs; And (E) To Pay On An Interim Basis Certain Limited Intercompany Obligations; And Granting Related Relief And Schedule A Final Hearing only On The Interim Relief Granted Herein (including all exhibits thereto) |
| 7                           | 913                  | Motion of Magten Asset Management Corporation for Order Extending the Time for the Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston  |
| 8                           | 915                  | Notice of Filing of Page 5 to Motion of Magten Asset Management Corporation for an Order Extending the Time for the Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston (which was inadvertently omitted from the original filing)  |
| 9                           | 930                  | Debtor's Plan of Reorganization Under Chapter 11 of the Bankruptcy Code   |
| 10                          | 931                  | Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor (including all exhibits thereto)  |

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| 11 | 932  | Exhibit G Part 4 to Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor  |
| 12 | 933  | Motion to Approve (a) Debtor's Proposed Disclosure Statement; (b) Establishing Procedures for Solicitation and Tabulation of Votes on Debtor's Plan of Reorganization; (c) Approving the Form and Manner of Notice; (d) Scheduling a Hearing on Confirmation; and (e) Granting Related Relief  |
| 13 | 959  | Motion of Magten Asset Management Corporation for Relief from Stay to Commence Adversary Proceeding Seeking to Avoid Fraudulent Transfer (including all exhibits thereto)  |
| 14 | 982  | Exhibit /Notice of Filing Exhibit F to the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor (including all exhibits thereto)  |
| 15 | 1028 | Objection of Credit Suisse First Boston to Motion of Magten Asset Management Corporation for an Order Granting Relief from the Automatic Stay to Commence Adversary Proceeding Seeking to Avoid Fraudulent Transfer  |
| 16 | 1032 | Objection of Credit Suisse First Boston to Motion of Magten Asset Management Corporation for an Order Extending the Time for the Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston   |
| 17 | 1034 | Joinder of McGreevey Class Action Claimants in Magten's Motion for Relief From Automatic Stay  |
| 18 | 1036 | Debtor's Objection to the Motion of Magten Asset Management Corporation for an Order Extending Time for The Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Objection to the Liens and Claims of Credit Suisse First Boston   |
| 19 | 1039 | Response of Official Committee of Unsecured Creditors to Magten Asset Management Corporation's Request for Order Extending Time to Investigate Liens and Claims of Credit Suisse First Boston  |
| 20 | 1040 | Debtor's Objection and Support Brief to the Motion of Magten Asset Management Corporation for an Order Granting Relief from the Automatic Stay to Commence Adversary Proceeding Seeking to Avoid Fraudulent Transfer (including all exhibits thereto)  |
| 21 | 1041 | Limited Response of Official Committee of Unsecured Creditors to Magten Asset Management Corporation's Motion for Relief from the Automatic Stay to Commence Adversary Proceeding Seeking to Avoid Fraudulent Transfer   |
| 22 | 1046 | Joinder of Comanche Park in Magten's Motion for Relief From Automatic Stay   |
| 23 | 1070 | Debtor's Objection to the Joinder of Comanche Park LLC in Magten's Motion for Relief from Automatic Stay   |
| 24 | 1071 | Debtor's Objection to the Joinder of the McGreevey Class Action Claimants in Magten's Motion for Relief from Automatic Stay  |
| 25 | 1073 | Joinder of McGreevey Class Action Claimants in Magten's Motion for Order Extending the Time for The Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston, and Alternative Motion for Relief from Final DIP Order (including all exhibits thereto) |

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| 26 | 1123 | Complaint by Magten Asset Management Corporation, Law Debenture Trust Company of New York against Northwestern Corporation   |
| 27 | 1142 | Transcript of Hearing on March 10, 2004  |
| 28 | 1169 | Debtor's Motion For Order Pursuant to Bankruptcy rule 9019 Approving Memorandum of Understanding (including all exhibits thereto)  |
| 29 | 1185 | McGreevey Class Action Claimants' Objection to Disclosure Statement  |
| 30 | 1186 | Objection of Law Debenture Trust Company to Debtor's Motion to Approve Disclosure Statement  |
| 31 | 1187 | Limited Objection of Wells Fargo Bank Minnesota, National Association, in its Capacity as Indenture Trustee, to Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor  |
| 32 | 1193 | Objection of Indenture Trustee to Debtor's Motion for Order Approving Disclosure Statement   |
| 33 | 1201 | Joinder by Harbert Management Corporation in Objection of Indenture Trustee to Debtor's Motion for Order Approving Disclosure Statement  |
| 34 | 1202 | Objection of RCG Carpathia Master Fund, Ltd. to Disclosure Statement   |
| 35 | 1203 | Objection of Magten Asset Management Corporation to the Debtor's Motion for an Order (a) Approving Debtor's Proposed Disclosure Statement; (b) Establishing Procedures for Solicitation and Tabulation of Votes on Debtor's Plan of Reorganization; (c) Approving the Form and Manner of Notice; (d) Scheduling a Hearing on Confirmation; and (e) Granting Related Relief |
| 36 | 1204 | Motion to File Under Seal (Filed by RCG Carpathia Master Fund)   |
| 37 | 1219 | Objection of Magten Asset Management Corporation to the Debtor's Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding  |
| 38 | 1250 | Debtor's Motion for Order Approving Stipulation Among Debtor, Clark Fork and Blackfoot, LLC, Atlantic Richfield Company, United States, State of Montana, and the Confederated Salish and Kootenai Tribes Filed by NorthWestern Corporation (including Exhibit A thereto)  |
| 39 | 1258 | Order Denying Motion of Magten Asset Management Corporation for an Order Extending Time for the Official Committee of Unsecured Creditors and Parties in Interest to Investigate and Object to the Liens and Claims of Credit Suisse First Boston  |
| 40 | 1259 | Order Denying Joinder of Comanche Park LLC in Magten's Motion for Relief From the Automatic Stay   |
| 41 | 1260 | Order Denying Joinder of the McGreevey Class Action Claimants in Magten's Motion for Relief From the Automatic Stay  |
| 42 | 1272 | Statement Pursuant to Section 328(c) Regarding Paul Hastings Janofsky & Walker LLP   |
| 43 | 1292 | Transcript of Hearing on April 22, 2004  |
| 44 | 1295 | First Amended Plan Filed by NorthWestern Corporation (including all exhibits thereto)  |

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| 45 | 1297 | Amended Disclosure Statement Filed by NorthWestern Corporation (including all exhibits thereto)   |
| 46 | 1301 | Notice of Amended Exhibit E to The Motion for an Order (A) Approving Debtor's Proposed Disclosure Statement; (B) Establishing- Procedures for Solicitation and Tabulation of Votes on Debtor's Plan of Reorganization; (C) Approving the Form and Manner of Notice; (D) Scheduling a Hearing on Confirmation; and (E) Granting Related Relief (including all exhibits thereto)  |
| 47 | 1302 | Omnibus Response to Objections to Debtor's Disclosure Statement in Respect of Debtor's Plan of Reorganization (including all exhibits thereto)  |
| 48 | 1305 | First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor - Blacklined  |
| 49 | 1306 | Amended Plan Filed by NorthWestern Corporation  |
| 50 | 1307 | Chapter 11 Plan Of Reorganization Re Debtor's First Amended Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code (Blacklined)   |
| 51 | 1317 | Transcript of Hearing on April 8, 2004  |
| 52 | 1351 | First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 53 | 1352 | First Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)  |
| 54 | 1373 | Order (I) Approving First Amended Disclosure Statement, (II) Authorizing the Solicitation of Votes, (III) Scheduling a Hearing on Confirmation of the Joint Plan of Reorganization, (IV) Establishing Notice Requirements Regarding the Confirmation Hearing and Approving the Form and Manner of Notice, and (V) Granting Related Relief Respecting the Debtor's First Amended Plan of Reorganization (including all exhibits thereto) |
| 55 | 1374 | Transcript of Hearing on May 17, 2004   |
| 56 | 1390 | Harbert Management Corporation's Objection to Debtor's Motion for Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding  |
| 57 | 1394 | Objection of Magten Asset Management Corporation to Debtor's Motion for an Order Approving Stipulation Among Debtor, Clark Fork and Blackfoot, LLC, Atlantic Richfield Company, United States, State of Montana and the Confederated Salish and Kootenai Tribes (including all exhibits thereto)  |
| 58 | 1395 | Debtor's Response to Statement Pursuant to 11 U.S.C. Sec. 328(c) filed by Magten Asset Management Corporation (including all exhibits thereto)  |
| 59 | 1481 | Memorandum Decision Regarding the McGreevey Motion  |
| 60 | 1482 | Memorandum Decision Regarding Comanche's Motion for Relief From Stay  |
| 61 | 1488 | Second Supplemental Affidavit of Jesse H. Austin, III in Connection with Paul Hastings Janofsky & Walker LLP's Employment as Attorneys for Debtor and Debtor in Possession  |
| 62 | 1490 | Stipulation of Settlement Between NorthWestern Corporation and Settling Parties   |

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| 63 | 1502 | Motion of Magten Asset Management Corporation to Disqualify Paul, Hastings, Janofsky & Walker LLP (including all exhibits thereto)   |
| 64 | 1529 | Transcript of Hearing on May 12, 2004  |
| 65 | 1586 | Transcript of Hearing on June 9, 2004  |
| 66 | 1622 | Debtor's Response to Magten Asset Management Corporation's Motion To Disqualify Paul, Hastings, Janofsky & Walker LLP (including all exhibits thereto)   |
| 67 | 1623 | Joinder in the Memorandum of Law in Opposition to Magten Asset Management Corporation's Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP and Opposition to Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP  |
| 68 | 1624 | Response to Magten Asset Management Corporation's Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP (Corrected) (including all exhibits thereto)  |
| 69 | 1625 | Affidavit of Jesse H. Austin, III, in Connection with Paul, Hastings, Janofsky & Walker, LLP's Employment as Attorneys for Debtor and Debtor-in-Possession   |
| 70 | 1632 | Official Committee of Unsecured Creditors' Objection to Motion of Magten Asset Management Corporation to Disqualify Paul, Hastings, Janofsky & Walker LLP (including all exhibits thereto)   |
| 71 | 1653 | Transcript of Hearing held on June 21, 2004 before the Honorable Charles G. Case, II.  |
| 72 | 1664 | Motion of Magten Asset Management Corporation for Leave to File a Reply in Support of Its Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP (related docket nos. 1624 and 1625) (including all exhibits thereto)  |
| 73 | 1666 | Exhibit A (the Reply which was omitted from the filing at docket no. 1664) to Motion of Magten Asset Management Corporation for Leave to file Reply Filed by Magten Asset Management Corporation   |
| 74 | 1674 | Order Approving (1) Stipulation Between Debtor, Clark Fork And Blackfoot, LLC, Atlantic Richfield Company, United States, State Of Montana, And Salish And Kootenai Tribes And (2) Debtor's Motion For Order Pursuant To Bankruptcy Rule 9019 Approving Settlement Agreement Among Debtor, Clark Fork And Blackfoot, LLC, And Atlantic Richfield Company |
| 75 | 1707 | Order Granting Motion of Magten Asset Management Corporation for Leave to File a Reply in Support of its Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP.   |
| 76 | 1713 | Post-Trial Brief in Support of Harbert Management Corporation's Objection to Debtor's Motion for Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding  |
| 77 | 1723 | Transcript of Hearing held on July 14, 2004 before the Honorable Charles G. Case, II.  |
| 78 | 1751 | Memorandum Decision. (Re: Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP)  |
| 79 | 1760 | Objection to Post-Trial Brief in Support of Harbert Management Corporation's Objection to Debtor's Motion for Order Pursuant to  |

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|    |      | Bankruptcy Rule 9019 Approving Memorandum of Understanding   |
| 80 | 1766 | Northwestern Corporation's Sur Reply In Support of Its Motion For Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding (docket No. 1169) In Opposition to Post Trial Brief In Support of Harbert Management's Objections Thereto         |
| 81 | 1777 | Reply Memorandum on Behalf of the Securities Litigation Plaintiffs in Further Support of the Debtor's Motion for an Order Pursuant to Bankruptcy Rule 9019 Approving a Memorandum Of Understanding Settling the Securities Litigation                            |
| 82 | 1780 | Limited Objection of Wells Fargo Bank, National Association, In Its Capacity As Indenture Trustee, to Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code  |
| 83 | 1781 | Limited Objection of U.S. Bank National Association, In Its Capacity as Indenture Trustee, to Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code  |
| 84 | 1784 | Limited Objection of PPL Montana LLC to Confirmation of the Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 85 | 1789 | Objection of Indenture Trustee to Confirmation of Debtor's First Amended Plan of Reorganization  |
| 86 | 1790 | Objection by Harbert Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code   |
| 87 | 1793 | Limited Objection of Richard R. Hylland to Confirmation of the Debtors' First Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code   |
| 88 | 1797 | Objection to Plan of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital to Debtor's First Amended Plan of Reorganization (REDACTED)  |
| 89 | 1798 | Motion of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital for Authority to File Portions of Objection to the Debtor's First Amended Plan of Reorganization Under Seal (including all exhibits thereto)                  |
| 90 | 1799 | Motion for Reconsideration of the Court's Order Denying Magten Asset Management Corporation's Motion to Disqualify Paul Hastings Janofsky & Walker LLP (including all exhibits thereto)  |
| 91 | 1800 | Objection of David Fishel to Debtor's First Amended Plan of Reorganization and Joinder of David Fishel to Objection of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital to Debtor's First Amended Plan of Reorganization |
| 92 | 1801 | Objection of Magten Asset Management Corporation to Confirmation   |
| 93 | 1803 | Law Debenture Trust Company of New York's Objection to Confirmation  |
| 94 | 1870 | Objection of Magten Asset Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization (including all exhibits thereto)   |
| 95 | 1871 | Memorandum of Law in Support of Law Debenture Trust Company of New York's Objection to Confirmation of Debtor's First Amended Plan of  |

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|     |      | York's Objection to Confirmation of Debtor's First Amended Plan of Reorganization (including all exhibits thereto)   |
| 96  | 1884 | Memorandum of Law in Opposition to Magten Asset Management Corporation's Motion for Reconsideration of Order Denying Motion to Disqualify Paul, Hastings, Janofsky & Walker, LLP (including all exhibits thereto)  |
| 97  | 1895 | Notice of Completion of Briefing on Motion for Reconsideration of the Court's Order Denying Magten Asset Management Corporation's Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP   |
| 98  | 1896 | Confirmation Hearing Witness List of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital  |
| 99  | 1901 | Omnibus Reply to Objections to Debtor's Plan of Reorganization Filed by NorthWestern Corporation (including all exhibits thereto)  |
| 100 | 1902 | Debtor's Motion For Order Pursuant to Bankruptcy Rule 9019 Approving Memorandum of Understanding (including all exhibits thereto)  |
| 101 | 1913 | Motion for Leave to File a Response to (i) Objection of Magten Asset Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization and (ii) Law Debenture Trust Company of New York's Objection to Confirmation Filed by Credit Suisse First Boston  |
| 102 | 1904 | Notice of Designation of Potential Witnesses to be Called with Respect to the Confirmation Hearing Filed by Official Committee Of Unsecured Creditors  |
| 103 | 1908 | Notice of Amendment to Designation of Potential Witnesses to be Called With Respect to the Confirmation Hearing  |
| 104 | 1916 | Limited Joint Response of JP Morgan Chase Bank, as Indenture Trustee on Behalf of the Holders of Montana Bonds, and MBIA Corporation to Objections of Magten Asset Management Corporation and Law Debenture Trust Company of New York to the Debtor's First Amended Plan of Reorganization Filed by MBIA Insurance Corporation   |
| 105 | 1919 | Emergency Motion of Law Debenture Trust Company of New York to Adjourn the Debtor's Confirmation Hearing   |
| 106 | 1920 | Notice of Intent of Northwestern Corporation to Utilize 11 U.S.C. § 1129(b) In Connection With the Confirmation of the Debtor's First Amended Plan of Reorganization, As Amended (including all exhibits thereto)  |
| 107 | 1921 | Debtor's Motion for an Order (A) Approving Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement; (B) Establishing Procedures for Limited Resolicitation and Tabulation of Votes on Debtor's Second Amended Plan of Reorganization; (C) Approving the Form and Manner of Notice; and (D) Granting Related Relief (including all exhibits thereto)           |
| 108 | 1921 | Summary Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code (including all exhibits thereto)  |
| 109 | 1922 | Motion to Shorten Time for Notice and Response for Motion to Approve (A) Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement; (B) Establishing Procedures for Limited Resolicitation and Tabulation of Votes on Debtor's Second Amended and Restated Plan of Reorganization; (C) Approving the Form and Manner of Notice; and (D) Granting Related Relief |

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| 110 | 1924 | Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)  |
| 111 | 1925 | Blackline of Debtor's Second Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 112 | 1926 | Debtor's Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)   |
| 113 | 1927 | Blackline of Debtor's Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code For the Plan of Reorganization of the Debtor (including all exhibits thereto)  |
| 114 | 1928 | Memorandum of Law In Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 115 | 1929 | Debtor's Request to Take Judicial Notice of Certain Pleadings and Related Documents Filed with the Court   |
| 116 | 1930 | Declaration of Voting Agent Regarding Tabulation of Votes in Connection with Debtor's First Amended Plan of Reorganization (including all corresponding exhibits thereto)  |
| 117 | 1931 | Part 2 to Declaration of Voting Agent Regarding Tabulation of Votes in Connection with Debtor's First Amended Plan of Reorganization (including all corresponding exhibits thereto)  |
| 118 | 1932 | Offer of Proof and Outline of Evidence in Support of the Adequacy of Debtor's Procedures and Notice in Conjunction with its Second Amended and Restated Plan Of Reorganization Under Chapter 11 of the Bankruptcy Code                         |
| 119 | 1936 | Certificate of No Objection re: Motion of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital for Authority to File Portions of Objection to the Debtor's First Amended Plan of Reorganization Under Seal |
| 120 | 1939 | Notice of Amendment to RCG Carpathia Master Fund, Ltd. And Kellogg Capital Group, LLC f/k/a Performance Capital's Objection to Debtor's First Amended Plan of Reorganization (including all exhibits thereto)                                  |
| 121 | 1940 | Joinder of Magten Asset Management Corporation to Emergency Motion of Law Debenture Trust Company of New York to Adjourn the Debtor's Confirmation Hearing   |
| 122 | 1941 | Notice of Hearing Regarding Request for Expedited Teleconference on Emergency Motion of Law Debenture Trust Company of New York to Adjourn the Debtor's Confirmation Hearing   |
| 123 | 1942 | Order Denying Motion for Reconsideration of the Court's Order Denying Magten Asset Management Corporation's Motion to Disqualify Paul Hastings Janofsky & Walker LLP   |
| 124 | 1944 | Objection to Emergency Motion of Law Debenture Trust Company of New York to Adjourn the Debtor's Confirmation Hearing  |
| 125 | 1947 | Complaint by NorthWestern Corporation against Magten Asset Management Corporation  |
| 126 | 1951 | Motion Pursuant to Sections 105(a), 363(b) and 502(c) of the Bankruptcy Code for Estimation of Magten Asset Management's Claim and to Establish Disputed Claim Reserve   |

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| 127 | 1956 | Confirmation Hearing Exhibit List of the Official Committee of Unsecured Creditors (including all documents referenced therein)   |
| 128 | 1961 | NorthWestern Corporation's Designation of Exhibits to be used with Respect to the Confirmation Hearing (including all documents referenced therein)   |
| 129 | 1962 | Confirmation Hearing Exhibit List of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital (including all documents referenced therein)  |
| 130 | 1970 | Confirmation Hearing Amended Exhibit List of the Official Committee of Unsecured Creditors  |
| 131 | 1973 | Confirmation Hearing Deposition Designations of RCG Carpathia Master Fund, Ltd. and Kellogg Capital Group, LLC f/k/a Performance Capital (including all documents referenced therein)   |
| 132 | 1974 | NorthWestern Corporation's Notice of Amendment to Designation of Exhibits to be Used With Respect to the Confirmation Hearing (including all documents referenced therein)  |
| 133 | 1975 | Magten Asset Management Corporation's Notice of Appeal of Motion to Disqualify Paul, Hastings, Janofsky & Walker LLP  |
| 134 | 1988 | Response of Magten Asset Management Corporation to the Debtor's Motion for an Order (A) Approving Debtor's Second Amended Disclosure Statement and Summary Disclosure Statement; (B) Establishing Procedures for Limited Resolicitation and Tabulation of Votes on Debtor's Second Amended Plan of Reorganization; (C) Approving the Form and Manner of Notice; and (D) Granting Related Relief |
| 135 | 1989 | Law Debenture Trust Company of New York's Objection to (A) the Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement; and (B) Proposed Resolicitation Procedures   |
| 136 | 2004 | Order Granting Motion of Credit Suisse First Boston, as Administrative Agent, for Order Granting Leave to File a Response to (i) Objection of Magten Asset Management Corporation to Confirmation of the Debtor's First Amended Plan of Reorganization and (ii) Law Debenture Trust Company of New York's Objection to Confirmation.  |
| 137 | 2005 | Order Approving Debtor's Request to Take Judicial Notice of Certain Pleadings and Related Documents Filed With the Court  |
| 138 | 2020 | Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)  |
| 139 | 2021 | Second Amended and Restated Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Plan of Reorganization of the Debtor (including all exhibits thereto)  |
| 140 | 2022 | Exhibits to Second Amended and Restated Disclosure Statement (including all exhibits thereto)   |
| 141 | 2023 | Summary Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code  |
| 142 | 2033 | Order (A) Approving the Debtor's Second Amended and Restated Disclosure Statement and Summary Disclosure Statement, (B) Setting a Record Date for Voting Purposes, (C) Authorizing Resolicitation of Votes, (D) Scheduling a Continued Hearing on Confirmation of Second Amended and Restated Plan of Reorganization, (E) Establishing Notice Requirements Regarding the                        |

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|     |      | Continued Confirmation Hearing and Approving the Form and Manner of Notice, and (F) Granting Related Relief.  |
| 143 | 2041 | Magten Asset Management Corporation's Limited Objection to the Motion for Order Authorizing the Debtor to Enter Agreements for its Exit Financing Facility and to Pay Fees and Expenses and Incur Indemnification Obligations in Connection Therewith (including all exhibits thereto)  |
| 144 | 2044 | Law Debenture Trust Company of New York's Limited Objection to the Debtor's Motion for an Order Authorizing it to Enter Agreements for Exit Financing Facility and to Pay Fees and Expenses and Incur Indemnification Obligations in Connection Therewith Pursuant to Section 105(A), 107(B) and 363(B) of the Bankruptcy Code and Bankruptcy Rule 9018 |
| 145 | 2046 | Magten Asset Management Corporation's Designation of the Record and Statement of the Issues on Appeal   |
| 146 | 2048 | Limited Objection to of JP Morgan Chase Bank, As Indenture Trustee on behalf of the Holders of Montana Bonds and MBIA Corporation to the Debtors' Motion for Order Authorizing the Debtor to Enter Agreement for Its Exit Financing Facility and to Pay Fees and Expenses and Incur Indemnification Obligations In Connection Therewith                 |
| 147 | 2054 | Transcript of Hearing held on July 15, 2004 before the Honorable Charles G. Case, II  |
| 148 | 2055 | Objection to The Debtor's Motion For Order Pursuant To Bankruptcy Rule 9019 Approving Memorandum Of Understanding   |
| 149 | 2056 | Motion Pursuant To Section 105(A), 363(B) And 502(C) Of The Bankruptcy Code For Estimation of PPL Montana LLC's Claim And To Establish Disputed Claim Reserve (including all exhibits thereto)  |
| 150 | 2089 | Transcript of Hearing held on August 20, 2004 before the Honorable Charles G. Case, II  |
| 151 | 2090 | Transcript of Hearing held on August 25, 2004 before the Honorable Charles G. Case, II (including all exhibits thereto)   |
| 152 | 2104 | Law Debenture Trust Company of New York's Supplemental Objection to Confirmation of Debtor's Second Amended Plan of Reorganization (including all exhibits thereto)   |
| 153 | 2105 | Magten Asset Management's Supplemental Objection to Confirmation of the Debtor's Second Amended and Restated Plan of Reorganization (including all exhibits thereto)  |
| 154 | 2121 | Notice of Filing of Plan Supplement in Connection with Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 155 | 2145 | Memorandum of Law in Further Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and in Response to Supplemental Objections to Confirmation  |
| 156 | 2156 | Notice of Filing of Amended Exhibit A to the Memorandum of Law in Support of Confirmation of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)   |
| 157 | 2157 | Notice of Filing of Plan Supplement in Connection with Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the  |

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|     |      | Bankruptcy Code (including all exhibits thereto)  |
| 158 | 2165 | Debtor's Request to Take Judicial Notice of Certain Pleadings and Related Documents Filed with the Court  |
| 159 | 2166 | Supplemental Offer of Proof and Outline of Evidence in Support of the Adequacy of Debtor's Procedures and Notice in Conjunction with its Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Request to take Judicial Notice of Certain Pleadings Filed with the Court |
| 160 | 2167 | Notice of Amendment to Designation of Exhibits to be Used With Respect to the Confirmation Hearing (including all documents referenced therein)   |
| 161 | 2170 | Affidavit of Christopher R. Schepper Regarding Tabulation of Votes in Connection with the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code (including all exhibits thereto)  |
| 162 | 2175 | Memorandum Decision Regarding Magten's Objection to Memorandum of Understanding   |
| 163 | 2183 | Order and Stipulation Resolving Section III of the Limited Objection of PPL Montana, LLC to Confirmation of the Debtor's First Amended Plan of Reorganization and the Debtor's Motion for Estimation of PPL Montana LLC's Claim and to Establish Disputed Claim Reserve   |
| 164 | 2192 | Transcript of Hearing held on September 15, 2004 before the Honorable Charles G. Case, II   |
| 165 | 2194 | Certification of Counsel Seeking Entry of Confirmation Order (including all exhibits thereto)   |
| 166 | 2201 | Certification of Counsel Seeking Entry of Confirmation Order (including all exhibits thereto)   |
| 167 | 2209 | Certification of Counsel Regarding Proposed Confirmation Order Filed by Magten Asset Management Corp. (including all exhibits thereto)  |
| 168 | 2216 | Response to Certification of Counsel Regarding Proposed Confirmation Order Filed by Magten Asset Management Corporation (including all exhibits thereto)  |
| 169 | 2218 | Notice of Non-Material Modification to Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code  |
| 170 | 2230 | Order Approving Memorandum of Understanding   |
| 171 | 2234 | Transcript of Hearing held on October 6, 2004 before the Honorable Charles G. Case, II. Hearing held in Phoenix, Arizona.   |
| 172 | 2238 | Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code.   |
| 173 | 2255 | Motion to Shorten Time for Notice and Objections and Request for an Expedited Hearing   |
| 174 | 2256 | Emergency Motion To Stay Pending Appeal of the Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization (including all exhibits thereto)  |
| 175 | 2259 | Plan Supplement re: Second Non-Material Modification to Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code   |

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| 176 | 2262 | Official Committee of Unsecured Creditors' Objection to Emergency Motion of Magten Asset Management Corporation for Stay Pending Appeal of Order Confirming Debtor's Second Amended and Restated Plan of Reorganization (including all exhibits thereto)                           |
| 177 | 2263 | Objection of the Debtor to the Emergency Motion of Magten Asset Management Corporation for a Stay Pending Appeal of the Order Confirming The Debtor's Second Amended and Restated Plan of Reorganization (including all exhibits thereto)  |
| 178 | 2266 | Notice of Appeal of Confirmation Order Filed by Magten Asset Management Corp.  |
| 179 | 2270 | Notice of Establishment of Claim Reserve Pursuant to Section 7.5 of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Paragraph 27 of the Confirmation Order   |
| 180 | 2272 | Notice of (A) Entry of Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and (B) Intended Effective Date  |
| 181 | 2274 | Order Denying Emergency Motion of Magten Asset Management Corporation for a Stay Pending Appeal of the Order Confirming the Debtor's Second Amended and Restated Plan of Reorganization  |
| 182 | 2276 | Transcript of Hearing held on October 8, 2004 before the Honorable Charles G. Case, II. Hearing held in Phoenix, Arizona.  |
| 183 | 2277 | Notice of Appeal of Order Approving Memorandum of Understanding filed by Magten Asset Management Corp.   |
| 184 | 2280 | Amended Affidavit of Brian B. Bird   |
| 185 | 2285 | Magten's Objection to Debtor's Notice of Establishment of Claim Reserve Pursuant to Section 7.5 of Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code and Paragraph 27 of the Confirmation Order (including all exhibits thereto) |
| 186 | 2298 | Stipulation and Order Establishing A Disputed Claims Reserve Between NorthWestern Corporation and Law Debenture Trust Company of New York  |
| 187 | 2299 | Notice of Withdrawal of Motion (related document 1951)   |
| 188 | 2300 | Notice of (A) Entry of Order Confirming The Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code and (B) The Occurrence of the Effective Date   |
| 189 | 2301 | Notice of Withdrawal of Objection of Law Debenture Trust Company of New York, as Indenture Trustee, to the Claim of HSBC Bank USA, as Indenture Trustee  |
| 190 | 2311 | Order Approving Settlement Between Debtor, Cornerstone Propane Partners, L.P. And Cornerstone Propane, L.P   |
| 191 | 2317 | Order and Stipulation Establishing a Disputed Claims Reserve Signed on 11/03/2004  |
| 192 | 2326 | Order Approving Stipulation Between Northwestern Corporation and Cornerstone Energy Limited Partnership Signed on 11/03/2004 (including all exhibits thereto)  |

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| 193 | 2328 | Appellant Designation of Contents For Inclusion in Record On Appeal (A.P. #04-111) from the Order Confirming Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code Entered on October 19, 2004  |
| 194 | 2330 | Transcript of Hearing held on October 25, 2004 before the Honorable Charles G. Case, II.  |
| 195 | 2333 | Appellant Designation of Contents For Inclusion in Record On Appeal (A.P. #04-112) Magten Asset Management Corporation's Designation of Items to be Included in the Record on Appeal and Statement of Issues to be Presented on Appeal from the Order Approving the Memorandum of Understanding Entered on October 18, 2004 |
| 196 | 2335 | Amended Designation of Items to be Included in the Record on Appeal and Statement of the Issue to be Presented on Appeal from the Order Confirming Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code Entered on October 19, 2004  |
| 197 | 2353 | The Official Committee Of Unsecured Creditors Request For Notice Of Papers, Pleadings And Notices In Appeal By Magten Asset Management Corporation Of Order Confirming Debtor's Second Amended And Restated Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code  |
| 198 | 2354 | The Official Committee Of Unsecured Creditors Request For Notice Of Papers, Pleadings And Notices In Appeal By Magten Asset Management Corporation Of Order Approving The Memorandum Of Understanding   |
| 199 | 2364 | Appellee Designation of Contents for Inclusion in Record of Appeal (A.P. #04-112) and Objection to Statement of Issues on Appeal  |
| 200 | 2365 | Appellee Designation of Contents for Inclusion in Record of Appeal (A.P. #04-111) and Objection to Statement of Issues on Appeal  |
| 201 | 2369 | Transcript of Hearing held on November 3, 2004 before the Honorable John L. Peterson  |
| 202 | 2427 | Application for Compensation for Payment of Fees and Expenses Pursuant to Plan of Reorganization Filed by Law Debenture Trust Company of New York, as Indenture Trustee   |
| 203 | 2432 | Application for Compensation re Fifth Quarterly and Final Fee Application of Paul, Hastings, Janofsky & Walker LLP Filed by NorthWestern Corporation.   |
| 204 | 2466 | Transmittal of Record on Appeal to U.S. District Court A.P. #04-111   |
| 205 | 2467 | Transmittal of Record on Appeal to U.S. District Court A.P. #04-112   |
| 206 | 2469 | Notice of Deposition of Karol K. Denniston Filed by Magten Asset Management Corp  |
| 207 | 2470 | Notice of Deposition of Jesse H. Austin Filed by Magten Asset Management Corp   |
| 208 | 2471 | Magten Asset Management Corporation's Demand for Production of Documents to Paul, Hastings, Janofsky & Walker LLP Pursuant to Rule 34 of the Federal Rules of Civil Procedure, Rule 7034 of the Bankruptcy Rules Filed by Magten Asset Management Corp.   |
| 209 | 2481 | Notice of Docketing Record on Appeal. Civil Action Number: 04-1508; AP #04-112  |

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| 210 | 2483 | Notice of Docketing Record on Appeal. Civil Action Number: 04-1389; AP #04-111   |
| 211 | 2490 | Transcript of Hearing held on December 6, 2004 before the Honorable John L. Peterson   |
| 212 | 2502 | Order (A) Fixing Administrative Bar Date For Filing Proofs Of Claim Against The Debtor, and (B) Approving Notice And Procedures Related Thereto  |
| 213 | 2519 | Notice of Substantial Consummation of the Debtor's Second Amended and Restated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code  |
| 214 | 2522 | Objection of the Debtor to the Request of Law Debenture Trust Company Of New York for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan Of Reorganization and Applicable Trust Indenture   |
| 215 | 2523 | Affidavit of Karol Denniston in Connection with NorthWestern Corporation's Objection to the Request of Law Debenture Trust Company of New York for Payment of Fees and Reimbursement of Expenses Pursuant to the Debtor's Plan of Reorganization and Applicable Trust Indenture        |
| 216 | 2527 | Magten Asset Management Corporation's Objection to Final Fee Application of Paul Hastings Janofsky & Walker LLP (including all exhibits thereto)   |
| 217 | 2528 | Order Appointing Special Master/Mediator (RE: Civil Action No. 04-1508).   |
| 218 | 2529 | Order Appointing Special Master/Mediator (RE: Civil Action No. 04-1389)  |
| 219 | 2530 | Order Granting Motion of Northwestern Corporation and Magten Asset Management Corporation to Consolidate the Appeals, the Appeals should be consolidated under Civil Action No. 04-1389  |
| 220 | 2531 | Order Appointing Special Master/Mediator (RE: Civil Action No. 04-1279)  |
| 221 | 2539 | Notice of Deposition of Northwestern Corporation Filed by Law Debenture Trust Company of New York, as Indenture Trustee  |
| 222 | 2562 | Transcript of Telephonic Hearing held on January 7, 2005 before the Honorable John L. Peterson   |
| 223 | 2568 | Motion of Paul, Hastings, Janofsky & Walker, LLP For Leave To File Paul, Hastings, Janofsky & Walker, LLP's Reply To Magten Asset Management Corporation's Objection To Final Fee Application Filed by Paul, Hastings, Janofsky & Walker, LLP Hearing (including all exhibits thereto) |
| 224 | 2574 | Notice of Service of Law Debenture Trust Company of New York's First Set of Request for Production to Northwestern Corporation Filed by Law Debenture Trust Company of New York, as Indenture Trustee  |
| 225 | 2581 | Order Approving Motion of Paul, Hastings, Janofsky & Walker, LLP For Leave To File Paul, Hastings, Janofsky & Walker, LLP's Reply To Magten Asset Management Corporation's Objection To Final Fee Application  |
| 226 | 2608 | Request for Administrative Expenses Pursuant to 11 U.S.C. Section 503 by Law Debenture Trust Company of New York as Successor Trustee for the 8.45% Cumulative Quarterly Income Preferred Securities Series (the "Quips")  |
| 227 | 2615 | Debtor's Objection to Claim Numbers 695, 696 and 813 Filed by Richard R. Hylland, Pursuant to 11 U.S.C. Sections 502(b), (e) and (d) and Fed. R. Bankr. P. 3007 (including all exhibits thereto)   |

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| 228 | 2619 | Paul, Hastings, Janofsky & Walker, LLP's Reply To Magten Asset Management Corporation's Objection To Final Fee Application   |
| 229 | 2624 | Northwestern Corporation's Responses and Objections to Law Debenture Trust Company of New York's First Set of Request for Production to Northwestern Corporation   |
| 230 | 2631 | Letter re Northwestern Corporation v. Magten Asset Management Corporation Filed by NorthWestern Corporation  |
| 231 | 2635 | Fee Auditor's Final Report Regarding Final Fee Application Of Paul, Hastings, Janofsky & Walker LLP For Allowance And Payment Of Compensation And Reimbursement Of Expenses For The Period From September 14, 2003, Through November 1, 2004 |
| 232 | 2639 | Response to Fee Auditor's Final Report Regarding Paul, Weiss, Rifkind, Wharton & Garrison LLP's Fee Application for the Period from September 14, 2003 through September 29, 2003  |
| 233 | 2673 | Notice of Cancelled Trial and Notice of Related Status Conference  |
| 234 | 2674 | Notice of Rescheduled Final Fee Hearing for Law Debenture Trust Company of New York and Paul, Hastings, Janofsky & Walker LLP Filed by NorthWestern Corporation  |
| 235 | 2675 | Debtor's Response to the Fee Auditor's Final Report Regarding the Final Fee Application of Paul, Hastings, Janofsky & Walker, LLP  |
| 236 | 2689 | Certification of Counsel Seeking Entry of Stipulation and Order [Law Debenture]  |
| 237 | 2696 | Certification of Counsel Seeking Entry of Stipulation and Order Filed by NorthWestern Corporation  |
| 238 | 2713 | Notice of Service re Notice of Allowed Class 9 Claims Under The Debtor's Second Amended and Restated Plan of Reorganization  |
| 239 | 2714 | Notice of Service re Notice of Reinstatement of Allowed Class 11 Environmental Claims Under the Debtor's Second Amended and Restated Plan of Reorganization  |
| 240 | 2715 | Notice of Service re Notice of Distribution to Holders of Allowed Class 8(a) Subordinated Note Claims Represented by the TOPRS Notes Under the Debtor's Second Amended and Restated Plan of Reorganization                                   |
| 241 | 2716 | Notice of Service re Notice of Distribution to Holders of Allowed Class 7 Unsecured Note Claims under the Debtor's Second Amended and Restated Plan of Reorganization  |
| 242 | 2732 | Order Approving Stipulation by and Between the Debtor and Law Debenture Trust Company of New York  |
| 243 | 2734 | Order Approving Stipulation by and Between the Debtor and the Plan Committee to Extending Deadline to Object to Certain Claims   |
| 244 | 2747 | Transcript of Hearing held on January 20, 2005 before the Honorable John L. Peterson   |
| 245 | 2811 | Transcript of Hearing held on February 10, 2005 before the Honorable John L. Peterson  |
| 246 | 2820 | Objection Of Richard R. Hylland To The Reorganized Debtor's Twelfth Omnibus Objection To Claims Pursuant To 11 U.S.C. Sections 502(B), 502(E)(1), 510(B) And Fed. R. Bankr. P. 3007  |

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| 247 | 2832 | Joint Motion to Approve Settlement Between NorthWestern Corporation, Magten Asset Management Corporation and Law Debenture Trust Company of New York Filed by Magten Asset Management Corp (including all exhibits thereto)  |
| 248 | 2833 | Declaration of Gary L. Kaplan (related document 2832) filed by Magten Asset Management Corp (including all exhibits thereto)   |
| 249 | 2837 | Order (I) Shortening Time for Notice of Motion, (II) Approving Form and Manner of Notice and (III) Establishing Briefing Schedule  |
| 250 | 2862 | Subpoena (Gary G. Drook) filed by Blank Rome LLP (including all exhibits thereto)  |
| 251 | 2863 | The New York Times Certification of Publication  |
| 252 | 2864 | Affidavit of Publication of The Billings Gazette   |
| 253 | 2866 | Plan Committee's Objection To Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Pursuant to Rule 9019 of the Federal Rules Of Bankruptcy Procedure (including all exhibits thereto)   |
| 254 | 2867 | Objection of Ad Hoc Committee of Class 7 Debtholders to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving a Settlement Between Northwestern Corporation, Magten Asset Management Corporation and Law Debenture Trust Company of New York   |
| 255 | 2868 | Northwestern Corporation's Objection to the Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Approving Settlement  |
| 256 | 2870 | Joinder of Cornerstone Propane Operating LLC to Objection of Ad Hoc Committee of Class 7 Debtholders to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving a Settlement Between Northwestern Corporation, Magten Asset Management Corporation, and Law Debenture Trust Company of New York          |
| 257 | 2871 | Affidavit of Karol Denniston - Related to Debtors Objection to Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York as Indenture Trustee for Order Approving Settlement (related document 2868) (including all exhibits thereto)  |
| 258 | 2873 | Notice of Amendment to Plan Committee By-Laws in Connection with the Debtor's Second Amended and Restated Plan of Reorganization under Chapter 11 of the Bankruptcy Code   |
| 259 | 2880 | Joint Reply to the Objections of Northwestern Corporation, the Plan Committee and the Ad Hoc Committee to the Joint Motion for an Order Pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure Approving a Settlement Between Northwestern Corporation, Magten Asset Management Corporation and Law Debenture Trust Company of New York filed by Law Debenture Trust Company of New York, as Indenture Trustee, and Magten Asset Management Corp |

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| 260 | 2881                             | Declaration of Gary L. Kaplan (related document 2880) filed by Law Debenture Trust Company of New York, as Indenture Trustee and Magten Asset Management Corp (including all exhibits thereto)  |
| 261 | 2884                             | Verified Statement Pursuant to Bankruptcy Rule 2019 of Kramer Levin Naftalis & Frankel LLP Filed by Ad Hoc Committee of Class 7 Debtholders   |
| 262 | 2901                             | Subpoena (Jesse H. Austin, III, Esquire) filed by Magten Asset Management Corp.   |
| 263 | 2910                             | Memorandum Opinion Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York  |
| 264 | 2911                             | Order Denying Joint Motion of Magten Asset Management Corporation and Law Debenture Trust Company of New York   |
| 265 | 2919                             | Notice of Appeal filed by Law Debenture Trust Company of New York, as Indenture Trustee and Magten Asset Management Corp  |
| 266 | 2936                             | Transcript of Hearing held on March 8, 2005 before the Honorable John L. Peterson   |
| 267 | --                               | Proof of Claim filed by Magten Asset Management Corporation   |
| 268 | --                               | Proof of Claim filed by Law Debenture Trust Company of New York   |
| 269 | --                               | Debtor's Exhibits re: Confirmation Hearing (08/25/04) -- All documents contained on Disc 1  |
| 270 | --                               | Debtor's Exhibits re: Confirmation Hearing (08/25/04) -- All documents contained on Disc 2  |
| 271 | --                               | Debtor's Exhibits re: Confirmation Hearing (08/25/04) -- All documents contained on Disc 3  |
| 272 | Case No. 04-53324, docket no. 1  | Complaint by Magten Asset Management Corporation, Law Debenture Trust Company of New York against Northwestern Corporation  |
| 273 | Case No. 04-53324, docket no. 5  | NorthWestern Corporation's Motion, and Supporting Brief, to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York for Failure to State a Claim Upon Which Relief Can Be Granted (including all exhibits thereto) |
| 274 | Case No. 04-53324, docket no. 9  | Limited Objection to the Motion of the Official Committee of Unsecured Creditors to Intervene in Adversary Proceeding filed by Magten Asset Management Corporation  |
| 275 | Case No. 04-53324, docket no. 10 | Joinder of Law Debenture Trust Company of New York to Limited Objection of Magten Asset Management Corporation to Motion of Official Committee of Unsecured Creditors to Intervene in Adversary Proceedings   |
| 276 | Case No. 04-53324, docket no. 15 | Objection of Law Debenture Trust Company to the Motion of Northwestern Corporation to Dismiss the Complaint Seeking to Avoid the Fraudulent Transfer  |
| 277 | Case No. 04-53324, docket no. 16 | Memorandum of Law in Support of Objection of Magten Asset Management Corporation to the Motion of Northwestern Corporation to Dismiss the Complaint Seeking to Avoid the Fraudulent Transfer (including all exhibits thereto)                                       |
| 278 | Case No. 04-53324, docket no. 18 | Reply of Northwestern Corporation's Memorandum in Further Support of its Motion to Dismiss the Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York   |

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| 279 | Case No. 04-53324,<br>docket no. 20 | Notice of Filing Corrected Pages to Memorandum of Law of Magten Asset Management Corporation in Support of the Objection to the Motion of Northwestern Corporation to Dismiss the Complaint Seeking to Avoid the Fraudulent Transfer   |
| 280 | Case No. 04-53324,<br>docket no. 24 | Motion of Law Debenture Trust Company of New York to Supplement Record Regarding Debtor's Motion to Dismiss (including all exhibits thereto)   |
| 281 | Case No. 04-53324,<br>docket no. 25 | Under Advisement Decision Re: Motion to Dismiss. Signed by The Honorable Charles G. Case, II on August 20, 2004  |
| 282 | Case No. 04-53324,<br>docket no. 27 | First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (f/k/a Northwestern Energy LLC) to Northwestern Corporation  |
| 283 | Case No. 04-53324,<br>docket no. 28 | Northwestern Corporation's Motion to Dismiss in Part the First Amended Complaint   |
| 284 | Case No. 04-53324,<br>docket no. 29 | Memorandum of Law in Support of Defendant's Motion to Dismiss in Part First Amended Complaint (including all exhibits thereto)   |
| 285 | Case No. 04-53324,<br>docket no. 32 | Objection and Memorandum of Law of Magten and Law Debenture Trust Company in Opposition to the Defendant's Motion to Dismiss in Part First Amended Complaint (including all exhibits thereto)  |
| 286 | Case No. 04-53324,<br>docket no. 33 | Notice of Completion of Briefing regarding Motion to Dismiss in Part the First Amended Complaint of Magten Asset Management Corporation and Law Debenture Trust Company of New York  |
| 287 | Case No. 04-53324,<br>docket no. 35 | Motion to Determine that Adversary Proceedings are Core Proceedings filed by Law Debenture Trust Company of New York and Magten Asset Management Corporation (including all exhibits thereto)  |
| 288 | Case No. 04-53324,<br>docket no. 36 | Motion for Withdrawal of Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto)  |
| 289 | Case No. 04-53324,<br>docket no. 38 | Memorandum of Law in Support of Motion to Withdraw the Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District filed by Law Debenture Trust Company of New York and Magten Asset Management Corporation (including all exhibits thereto) |
| 290 | Case No. 04-53324,<br>docket no. 39 | Motion and Memorandum of Law in Support of Motion for Stay of Adversary Proceeding Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court filed by Law Debenture Trust Company of New York and Magten Asset Management Corporation (including all exhibits thereto)        |
| 291 | Case No. 04-53324,<br>docket no. 41 | Answer to Amended Complaint  |
| 292 | Case No. 04-53324,<br>docket no. 43 | Notice of Service of Discovery of First Set of Requests for Production and First Set of Interrogatories to Plaintiffs Filed by Northwestern Corporation  |

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| 293 | Case No. 04-53324,<br>docket no. 44 | Brief in Opposition to Motion and Memorandum of Law of Magten Asset Management Corporation and Law Debenture Trust Company of New York in Support of Motion for Stay of Adversary Proceedings Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court (including all exhibits thereto)   |
| 294 | Case No. 04-53324,<br>docket no. 45 | Response to Motion to Withdrawal the Reference to the Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto)   |
| 295 | Case No. 04-53324,<br>docket no. 46 | Joinder of the Plan Committee in Reorganized Debtor's Brief in Opposition to Motion and Memorandum of Law of Magten Asset Management Corporation and Law Debenture Trust Company of New York in Support of Motion for Stay of Adversary Proceedings Pending Resolution of Motion to Withdraw the Reference to the Bankruptcy Court (including all exhibits thereto) |
| 296 | Case No. 04-53324,<br>docket no. 47 | Notice of Deposition of Law Debenture Trust Company of New York   |
| 297 | Case No. 04-53324,<br>docket no. 48 | Notice of Deposition of Magten Asset Management Corporation   |
| 298 | Case No. 04-53324,<br>docket no. 49 | Reply to Response of Northwestern Corporation to Motion to Withdraw the Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District   |
| 299 | Case No. 04-53324,<br>docket no. 50 | Transmittal of Record of Motion to Withdraw the Reference to the U.S. Bankruptcy Court and for Consolidation with Civil Action #04-1256, which is currently before Judge Farnan in the U.S. District Court for the District of Delaware   |
| 300 | Case No. 04-53324,<br>docket no. 51 | Order Determining that the Above Captioned Adversary Proceedings are Core Proceedings   |
| 301 | Case No. 04-53324,<br>docket no. 52 | Order Regarding Motion and Memorandum of Law in Support of Motion for Stay of Adversary Proceeding Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court.  |
| 302 | Case No. 04-53324,<br>docket no. 56 | Answer and Affirmative Defenses to Counterclaims of Northwestern Corporation  |
| 303 | Case No. 04-53324,<br>docket no. 58 | Notice of Docketing on Motion Withdrawing the Reference   |
| 304 | Case No. 04-53324,<br>docket no. 61 | Notice Of Cancellation Of Deposition Filed by Northwestern Corporation  |
| 305 | Case No. 04-53324,<br>docket no. 62 | Notice Of Cancellation Of Deposition Filed by Northwestern Corporation  |

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| 306 | Case No. 04-53324,<br>docket no. 63 | Joint Motion (I) For Order Allowing The Debtor To Dismiss Its Complaint Against Magten Asset Management Corporation And Talton R. Embry With Prejudice Pursuant To Rule 7041(A) Of The Federal Rules Of Bankruptcy Procedure And Rule 41(A) Of The Federal Rules Of Civil Procedure And (II) For Leave To Amend Answer And Affirmative Defenses And To Withdraw Counterclaims To First Amended Complaint To Avoid The Transfer Of Assets Of Clark Fork And Blackfoot LLC (including all exhibits thereto)                             |
| 307 | Case No. 04-53324,<br>docket no. 64 | Motion And Order To Shorten Notice  |
| 308 | Case No. 04-53324,<br>docket no. 65 | Order Granting Motion to Shorten Time for Notice and Response   |
| 309 | Case No. 04-53324,<br>docket no. 67 | Limited Objection to the Joint Motion (i) for Order Allowing the Debtor to Dismiss its Complaint Against Magten Asset Management Corporation and Talton R. Embry, with Prejudice, Pursuant to Rule 7041(a) of the Federal Rules of Bankruptcy Procedure and Rule 41(a) of the Federal Rules of Civil Procedure, and (ii) for Leave to Amend Answer and Affirmative Defenses and to Withdraw Counterclaims to First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (including all exhibits thereto) |
| 310 | Case No. 04-53324,<br>docket no. 68 | Order Granting Leave to Amend Answer and Affirmative Defenses and to Withdraw Counterclaims to the First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC  |
| 311 | Case No. 04-53324,<br>docket no. 69 | Order Reassigning Adversary Proceeding to the Honorable John L. Peterson  |
| 312 | Case No. 04-53324,<br>docket no. 70 | Amended Answer, Affirmative Defenses and Withdrawal of Counterclaims to First Amended Complaint, Other than Objection to the QUIPS Litigation Claim (As Defined Herein)   |
| 313 | Case No. 04-55051,<br>Docket no. 1  | Complaint by NorthWestern Corporation against Magten Asset Management Corporation and Talton R. Embry.  |
| 314 | Case No. 04-55051,<br>Docket no. 6  | Motion of Magten Asset Management and Talton R. Embry to Dismiss the Complaint of Northwestern Corporation for Failure to State a Claim Upon Which Relief can be Granted Pursuant to Federal Rule of Civil Procedure 12 (b) (6).  |
| 315 | Case No. 04-55051,<br>Docket no. 7  | Declaration of Talton R. Embry in Support of the Motion of Magten Asset Management Corporation and Talton R. Embry to Dismiss the Complaint of Northwestern Corporation for Failure to State a Claim upon which Relief Can Be Granted (including all exhibits thereto)  |
| 316 | Case No. 04-55051,<br>Docket no. 8  | Declaration of Gary L. Kaplan Filed by Magten Asset Management Corporation (including all exhibits thereto)   |
| 317 | Case No. 04-55051,<br>Docket no. 9  | Corporate Ownership Statement Filed by Magten Asset Management Corporation.   |

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| 318 | Case No. 04-55051,<br>Docket no. 10 | Memorandum of Law of Northwestern Corporation in Opposition to Motion to Dismiss.  |
| 319 | Case No. 04-55051,<br>Docket no. 12 | Scheduling Order.  |
| 320 | Case No. 04-55051,<br>Docket no. 13 | Reply Brief of Magten Asset Management Corporation to Memorandum of Law of Northwestern Corporation in Opposition to Motion to Dismiss.  |
| 321 | Case No. 04-55051,<br>Docket no. 15 | Order Denying Defendants' Motion to Dismiss Adversary Proceeding.  |
| 322 | Case No. 04-55051,<br>Docket no. 17 | Motion to Determine that Adversary Proceedings are Core Proceedings filed by Law Debenture Trust Company of New York and Magten Asset Management Corporation (including all exhibits thereto).   |
| 323 | Case No. 04-55051,<br>Docket no. 18 | Motion for Withdrawal of Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto).   |
| 324 | Case No. 04-55051,<br>Docket no. 20 | Memorandum of Law in Support of Motion to Withdraw the Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto)  |
| 325 | Case No. 04-55051,<br>Docket no. 21 | Motion and Memorandum in Support of Motion for Stay of Adversary Proceeding Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court (including all exhibits thereto).   |
| 326 | Case No. 04-55051,<br>Docket no. 25 | Brief in Opposition to Motion and Memorandum of Law of Magten Asset Management Corporation and Law Debenture Trust Company of New York in Support of Motion for Stay of Adversary Proceedings Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court (including all exhibits thereto). |
| 327 | Case No. 04-55051,<br>Docket no. 26 | Answer and Affirmative Defenses of Defendants Magten Asset Management Corporation and Talton Embry to Complaint of Northwestern Corporation to Subordinate Magten's Claims   |
| 328 | Case No. 04-55051,<br>Docket no. 27 | Response to Motion to Withdraw the Reference to the Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto).   |
| 329 | Case No. 04-55051,<br>Docket no. 28 | Notice of Deposition of Talton R. Embry (Scheduled for January 17, 2005 at 1:00 p.m.) Filed by NorthWestern Corporation.   |

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| 330 | Case No. 04-55051,<br>Docket no. 29 | Notice of Deposition of Magten Asset Management Corporation (Scheduled for January 17, 2005 at 9:00 a.m.) Filed by NorthWestern Corporation.  |
| 331 | Case No. 04-55051,<br>Docket no. 30 | Reply to Response of Northwestern Corporation to Motion to Withdraw the Reference to Bankruptcy Court and for Consolidation with Civil Action Number 04-1256 Pending in this District (including all exhibits thereto). |
| 332 | Case No. 04-55051,<br>Docket no. 31 | Transmittal of Motion to Withdraw Reference to U.S. Bankruptcy Court and for Consolidation with Civil Action # 04-1256, which is currently before Judge Farnan in the U.S. District Court for the District of Delaware. |
| 333 | Case No. 04-55051,<br>Docket no. 32 | Order Determining that the Above Captioned Adversary Proceedings are Core Proceedings.  |
| 334 | Case No. 04-55051,<br>Docket no. 33 | Order Regarding Motion and Memorandum of Law in Support of Motion for Stay of Adversary Proceeding Pending Resolution of Motion to Withdraw the Reference to Bankruptcy Court.  |
| 335 | Case No. 04-55051,<br>Docket no. 38 | Notice of Docketing on Motion Withdrawing the Reference (Civil Action #04-1495)   |
| 336 | Case No. 04-55051,<br>Docket no.39  | Notice of Service (Defendants' First Request for Production of Documents) Filed by Talton R. Embry, Magten Asset Management Corporation.  |
| 337 | Case No. 04-55051,<br>Docket no.41  | Notice of Service of Subpoena – Tradition Asiel Securities, Inc. Filed by NorthWestern Corporation.   |
| 338 | Case No. 04-55051,<br>Docket no.42  | Notice of Service of Subpoena – Merrill Lynch & Co., Inc. Filed by North Western Corporation.   |
| 339 | Case No. 04-55051,<br>Docket no.43  | Notice of Service of Subpoena – The Bear Sterns Companies, Inc. Filed by NorthWestern Corporation.  |
| 340 | Case No. 04-55051,<br>Docket no.44  | Notice of Service of Subpoena – Oscar Gruss & Son Incorporated Filed by NorthWestern Corporation.   |
| 341 | Case No. 04-55051,<br>Docket no.45  | Notice of Service of Discovery (Notice of 30(b)(6) Deposition; First Set of Interrogatories) Filed by Talton R. Embry, Magten Asset Management Corporation.   |
| 342 | Case No. 04-55051,<br>Docket no.46  | Subpoena (HSBC Bank USA). Filed by Talton R. Embry and Magten Asset Management Corporation.   |
| 343 | Case No. 04-55051,<br>Docket no.47  | Subpoena (Avenue Capital Management) Filed by Talton R. Embry and Magten Asset Management Corporation.  |

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| 344 | Case No. 04-55051,<br>Docket no.48 | Subpoena (Paul Weiss Rifkind Wharton & Garrison, LLP). Filed by Talton R. Embry, Magten Asset Management Corporation   |
| 345 | Case No. 04-55051,<br>Docket no.49 | Subpoena (Lazard Freres & Co., LLC) Filed by Talton R. Embry and Magten Asset Management Corporation.  |
| 346 | Case No. 04-55051,<br>Docket no.50 | Subpoena (AG Capital Recovery Partners III, L.P.). Filed by Talton R. Embry and Magten Asset Management Corporation  |
| 347 | Case No. 04-55051,<br>Docket no.51 | Subpoena (Houlihan Lokey Howard & Zukin). Filed by Talton R. Embry and Magten Asset Management Corporation   |
| 348 | Case No. 04-55051,<br>Docket no.52 | Subpoena (Paul Hastings Janofsky & Walker). Filed by Talton R. Embry and Magten Asset Management Corporation   |
| 349 | Case No. 04-55051,<br>Docket no.53 | Subpoena (The Bank of New York). Filed by Talton R. Embry and Magten Asset Management Corporation  |
| 350 | Case No. 04-55051,<br>Docket no.54 | Subpoena (OCM Opportunities Fund, IV, L.P.). Filed by Talton R. Embry and Magten Asset Management Corporation  |
| 351 | Case No. 04-55051,<br>Docket no.55 | Subpoena (Franklin Templeton Mutual Series Fund). Filed by Talton R. Embry and Magten Asset Management Corporation   |
| 352 | Case No. 04-55051,<br>Docket no.58 | Scheduling Order (AMENDED).  |
| 353 | Case No. 04-55051,<br>Docket no.59 | Subpoena with Affidavit of Service (Wilmington Trust Company). Filed by Talton R. Embry and Magten Asset Management Corporation  |
| 354 | Case No. 04-55051,<br>Docket no.61 | Notice of Service of Discovery Filed by NorthWestern Corporation.  |
| 355 | Case No. 04-55051,<br>Docket no.62 | Motion by Debtor for Protective Order Pursuant to Rule 7026(c) of the Federal Rules of Bankruptcy Procedure and Rule 26(c) of the Federal Rules of Civil Procedure (including all exhibits thereto).             |
| 356 | Case No. 04-55051,<br>Docket no.63 | Affidavit of Karol K. Denniston in Support of Motion by Debtor for Protective Order Pursuant to Rule 7026(c) of the Federal Rules of Bankruptcy Procedure and Rule 26(c) of the Federal Rules of Civil Procedure |
| 357 | Case No. 04-55051,<br>Docket no.64 | Motion to Quash Subpoena and for Protective Order Filed by Paul, Hastings, Janofsky & Walker, LLP (including all exhibits thereto).  |
| 358 | Case No. 04-55051,<br>Docket no.65 | Subpoena with Affidavit of Service (Comanche Park, LLC). Filed by Talton R. Embry and Magten Asset Management Corporation  |

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| 359 | Case No. 04-55051,<br>Docket no.66 | Notice of Withdrawal of Paul, Hastings, Janofsky & Walker LLP's Motion to Quash Subpoena and for Protective Order.  |
| 360 | Case No. 04-55051,<br>Docket no.67 | Notice of Service of Discovery Filed by Talton R. Embry and Magten Asset Management Corporation.  |
| 361 | Case No. 04-55051,<br>Docket no.69 | Objection to Motion by NorthWestern Corporation for Protective Order filed by Talton R. Embry and Magten Asset Management Corporation (including all exhibits thereto).   |
| 362 | Case No. 04-55051,<br>Docket no.70 | Motion for an Expedited Teleconference on the Motion of NorthWestern Corporation for Protective Order filed by Talton R. Embry and Magten Asset Management Corporation  |
| 363 | Case No. 04-55051,<br>Docket no.73 | Supplemental Objection to Motion by NorthWestern Corporation for Protective Order and Response to (i) Motion by Paul, Hastings, Janofsky & Walker LLP to Quash Subpoena and for Protective Order and (ii) Withdrawal of Motion by Paul, Hastings, Janofsky & Walker LLP to Quash Subpoena and for Protective Order (including all exhibits thereto).  |
| 364 | Case No. 04-55051,<br>Docket no.74 | Order Granting Expedited Hearing on the Motion of Northwestern Corporation for Protective Order Signed on 01/05/2005.   |
| 365 | Case No. 04-55051,<br>Docket no.77 | Motion by the Committee for an Expedited Teleconference on the Motion of the Committee for Protective Order Pursuant to Rule 7026(c) of the Federal Rules of Bankruptcy Procedure and Rule 26(c) of the Federal Rules of Civil Procedure  |
| 366 | Case No. 04-55051,<br>Docket no.78 | Motion by the Committee for Protective Order Pursuant to Rule 7026(c) of the Federal Rules of Bankruptcy Procedure and Rule 26(c) of the Federal Rules of Civil Procedure (including all exhibits thereto).   |
| 367 | Case No. 04-55051,<br>Docket no.79 | Response Of Paul, Hastings, Janofsky & Walker LLP To Supplemental Objection Of Magten Asset Management Corporation And Talton R. Embry To Motion By Northwestern Corporation For Protective Order And Response Of Magten Asset Management Corporation And Talton R. Embry To (I) Motion By Paul, Hastings, Janofksy & Walker LLP To Quash Subpoena And For Protective Order And (II) Withdrawal Of Motion By Paul, Hastings, Janofsky & Walker LLP To Quash Subpoena And For Protective Order (including all exhibits thereto).   |
| 368 | Case No. 04-55051,<br>Docket no.80 | Affidavit Of Karol K. Denniston In Support Of Response Of Paul, Hastings, Janofsky & Walker LLP To Supplemental Objection Of Magten Asset Management Corporation And Talton R. Emery To Motion By Northwestern Corporation For Protective Order And Response Of Magten Asset Management Corporation And Talton R. Embry To (I) Motion By Paul, Hastings, Janofksy & Walker LLP To Quash Subpoena And For Protective Order And (II) Withdrawal Of Motion By Paul, Hastings, Janofsky & Walker LLP To Quash Subpoena And For Protective Order (including all exhibits thereto). |
| 369 | Case No. 04-55051,<br>Docket no.81 | Scheduling Order  |

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| 370 | Case No. 04-55051,<br>Docket no.82       | Transcript of Telephonic Hearing held on January 7, 2005 before the Honorable John L. Peterson.  |
| 371 | Case No. 04-55051,<br>Docket no.83       | Notice of Service of Discovery Filed by NorthWestern Corporation.  |
| 372 | Case No. 04-55051,<br>Docket no.84       | Letter Filed by NorthWestern Corporation   |
| 373 | Case No. 04-55051,<br>Docket no.87       | Letter Dated January 24, 2005 from Fried, Frank, Harris, Shriver & Jacobson LLP to the Honorable John L. Peterson  |
| 374 | Case No. 04-55051,<br>Docket no.88       | Notice of Cancelled Trial and Notice of Related Status Conference.   |
| 375 | Case No. 04-55051,<br>Docket no.89       | Joint Motion (I) for Order Allowing the Debtor to Dismiss its Complaint Against Magten Asset Management Corporation and Talton R Embry with Prejudice Pursuant to Rule 7041(A) of the Federal Rules of Bankruptcy Procedure and Rule 41(A) of the Federal Rules of Civil Procedure and (Ii) For Leave to Amend Answer and Affirmative Defenses and to Withdraw the Counterclaims to First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (including all exhibits thereto).                          |
| 376 | Case No. 04-55051,<br>Docket no.90       | Motion and Order to Shorten Notice   |
| 377 | Case No. 04-55051,<br>Docket no.91       | Order Granting Motion to Shorten Time for Notice and Response.   |
| 378 | Case No. 04-55051,<br>Docket no.93       | Limited Objection to the Joint Motion (i) for Order Allowing the Debtor to Dismiss its Complaint Against Magten Asset Management Corporation and Talton R. Embry, with Prejudice, Pursuant to Rule 7041(a) of the Federal Rules of Bankruptcy Procedure and Rule 41(a) of the Federal Rules of Civil Procedure, and (ii) for Leave to Amend Answer and Affirmative Defenses and to Withdraw Counterclaims to First Amended Complaint to Avoid the Transfer of Assets of Clark Fork and Blackfoot LLC (including all exhibits thereto). |
| 379 | Case No. 04-55051,<br>Docket no.94       | Order Allowing the Debtor to Dismiss its Complaint Against Magten Asset Management Corporation and Talton R. Embry, With Prejudice.  |
| 380 | Case No. 04-55051,<br>Docket no.96       | Motion and Order to Shorten Time for Notice and Response - Filed by Magten Asset Management Corporation and Talton R. Embry  |
| 381 | Case No. 04-55051,<br>Docket no.97       | Motion of Magten Asset Management Corporation and Talton R. Embry Pursuant to Rule 7041(a) f the Federal Rules of Bankruptcy Procedure for the Payment of Fees and Expenses Incurred.  |
| 382 | Case No. 04-55051,<br>Docket nos.98 -101 | Declaration of Gary L. Kaplan (including all exhibits thereto).  |

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| 383 | Case No. 04-55051,<br>Docket 102 | Order Approving Motion to Shorten Time for Notice and Response |
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**STATEMENT OF ISSUES TO BE PRESENTED**

1. Whether the Bankruptcy Court erred in determining that a written settlement agreement (the "Settlement Agreement") executed by NorthWestern Corporation ("Northwestern") was not binding absent bankruptcy court approval, when (i) the Settlement Agreement by its own terms said that it was "binding upon and inure[d] to the benefit of the Parties," (ii) NorthWestern executed the agreement after it was no longer a debtor in possession, and (iii) NorthWestern's chapter 11 plan of reorganization did not provide that agreements executed by NorthWestern would not be binding absent Bankruptcy Court approval.

2. Whether the Bankruptcy Court erred in determining that it had authority, pursuant to Bankruptcy Rule 9019, to alter the substantive contract rights of Magten and the Indenture Trustee by not enforcing the Settlement Agreement even though NorthWestern, as a reorganized debtor, was not bound by the constraints of section 363 of the Bankruptcy Code.

3. Whether the Bankruptcy Court erred in finding that the terms of the Settlement Agreement could not be implemented without amending the Plan when the economic equivalent of the distributions contemplated by the terms of the Settlement Agreement could be readily provided by NorthWestern through other sources of value without prejudicing other creditors or amending the Plan.

Dated: March 28, 2005

**BLANK ROME LLP**



Mark J. Packel (DE No. 4048)  
Elio Battista, Jr. (DE No. 3814)  
1201 Market Street, Suite 800  
Wilmington, DE 19801  
Telephone: (302) 425-6400  
Facsimile: (302) 425-6464

- and -

**FRIED, FRANK, HARRIS, SHRIVER &  
JACOBSON LLP**

Bonnie Steingart  
Gary L. Kaplan  
One New York Plaza  
New York, NY 10004  
Telephone: (212) 859-8000  
Facsimile: (212) 859-4000

Counsel for Magten Asset Management  
Corporation

- and -

**SMITH, KATZENSTEIN & FURLOW, LLP**

/s/ Kathleen M. Miller

Kathleen M. Miller (I.D. No. 2898)  
800 Delaware Avenue, 7<sup>th</sup> Floor  
P.O. Box 410  
Wilmington, DE 19899  
Courier 19801  
Telephone: (302) 652-8400  
Facsimile: (302) 652-8405

- and -

**NIXON PEABODY LLP**

Amanda D. Darwin (BBO No. 547654)  
John V. Snellings (BBO No. 548791)  
Lee Harrington (DE 4046)  
100 Summer Street  
Boston, MA 02110  
Telephone: (617) 345-1000  
Facsimile: (617) 345-1300

Counsel for Law Debenture Trust Company of New  
York

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